

# **EXHIBIT G**

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| <div>Page 1</div> <div> <p>1<br/>2 UNITED STATES DISTRICT COURT<br/>3 SOUTHERN DISTRICT OF NEW YORK<br/>4 -----x<br/>5 TUFAMERICA, INC.,<br/>6 Plaintiff,<br/>7 12cv3529(AJN)<br/>8 -against-<br/>9 MICHAEL DIAMOND, ADAM HOROVITZ and<br/>10 ADAM YAUCH, P/K/A BEASTIE BOYS,<br/>11 UNIVERSAL MUSIC PUBLISHING, INC.,<br/>12 UNIVERSAL MUSIC PUBLISHING GROUP,<br/>13 BROOKLYN DUST MUSIC and CAPITAL<br/>14 RECORDS, LLC,<br/>15 Defendants.<br/>16 -----x<br/>17 30 Rockefeller Plaza<br/>18 New York, New York<br/>19 May 20, 2014<br/>20 10:27 a.m.<br/>21<br/>22 VIDEOTAPE DEPOSITION of AARON S.<br/>23 FUCHS, the Witness in above-entitled<br/>24 action, held at above time and place,<br/>25 taken before Francine Sky, a Certified<br/>Shorthand Reporter and Notary Public of<br/>the State of New York, pursuant to the<br/>Federal Rules of Civil Procedure, and<br/>stipulations between Counsel.<br/>400</p> </div> <div>2</div> | <div>Page 3</div> <div> <p>1<br/>2 A P P E A R A N C E S : (Continued)<br/>3<br/>4 JENNER &amp; BLOCK, LLP<br/>5 Attorneys for Defendants<br/>6 UMG PolyGram International<br/>7 Publishing, Inc. and Capitol<br/>8 Records, LLC<br/>9 919 Third Avenue<br/>10 New York, New York 10022<br/>11 BY: NATHANIEL H. BENFORADO, ESQ.<br/>12<br/>13<br/>14<br/>15<br/>16<br/>17 Also Present:<br/>18<br/>19 GEORGE LIBBARES, Videographer<br/>20 Veritext New York<br/>21 * * *<br/>22<br/>23<br/>24<br/>25</p> </div>   |
| <div>Page 2</div> <div> <p>1<br/>2 APPEARANCES:<br/>3<br/>4 THE LAW OFFICES OF KELLY D. TALCOTT<br/>5 Attorneys for Plaintiff<br/>6 34 Grove Street<br/>7 P.O. Box 43<br/>8 Sea Cliff, New York 11579<br/>9 BY: KELLY D. TALCOTT, ESQ.<br/>10<br/>11<br/>12<br/>13 SHEPPARD MULLIN RICHTER &amp; HAMPTON, LLP<br/>14 Attorneys for Defendants<br/>15 Michael Diamond, Adam<br/>16 Horovitz, Adam Yauch, p/k/a<br/>17 Beastie Boys<br/>18 30 Rockefeller Plaza<br/>19 New York, New York 10112<br/>20 BY: THEODORE C. MAX, ESQ.<br/>21<br/>22<br/>23<br/>24<br/>25</p> </div> <div>400</div> <div>3</div>  | <div>Page 4</div> <div> <p>1<br/>2 IT IS HEREBY STIPULATED AND<br/>3 AGREED, by and among counsel for<br/>4 the respective parties hereto, that<br/>5 the filing, sealing and<br/>6 certification of the within<br/>7 deposition shall be and the same<br/>8 are hereby waived.<br/>9 IT IS FURTHER STIPULATED AND<br/>10 AGREED that all objections, except<br/>11 as to form of the question, shall<br/>12 be reserved to the time of the<br/>13 trial.<br/>14 IT IS FURTHER STIPULATED AND<br/>15 AGREED that the within deposition<br/>16 may be signed before any Notary<br/>17 Public, with the same force and<br/>18 effect as if signed and sworn to<br/>19 before the Court.<br/>20<br/>21<br/>22 ~ oOo ~<br/>23<br/>24<br/>25</p> </div> |

1  
 2 infringement in that case?  
 3 A. An uncleared sample.  
 4 Q. Do you know the name of the  
 5 musical composition or sound recording  
 6 in that case?  
 7 A. Yeah. "Impeach the  
 8 President" by the Honey Drippers.  
 9 Q. Where was that case pending?  
 10 A. Manhattan.  
 11 Q. The first case involving the  
 12 matter against Codigo was that in  
 13 Manhattan as well?  
 14 A. Yes.  
 15 Q. In terms of depositions, have  
 16 you been deposed any other times other  
 17 than those two occasions?  
 18 A. I can't remember right now.  
 19 Q. Do you have transcripts from  
 20 your depositions in those two matters?  
 21 A. I never asked for them, no.  
 22 Q. With regards to the matter  
 23 against Codigo, who represented you in  
 24 that deposition?  
 25 A. Mr. Talcott.

1  
 2 answers will be taken down by the  
 3 stenographer and they're also recorded  
 4 by the videographer.  
 5 In order to have a written  
 6 record, the responses to my questions  
 7 need to be in audible forms. So nods  
 8 of the head like you just did --  
 9 A. Yeah.  
 10 Q. -- they're not going to be  
 11 recorded. So I would ask that you give  
 12 an audible response. I would also ask  
 13 that you let me finish the question  
 14 before answering, so that the record  
 15 will be clear and it also gives your  
 16 attorney a chance to object if he needs  
 17 to.  
 18 With regards to objections,  
 19 he may object as to the form. That  
 20 does not mean that you should not  
 21 answer. You still can answer, but it  
 22 just preserves an objection to the  
 23 question for the record, if the matter  
 24 goes to trial.  
 25 If Mr. Talcott objects on the

1  
 2 Q. Do you know if Mr. Talcott  
 3 has a copy of the deposition in that  
 4 case?  
 5 A. I don't.  
 6 Q. Did Mr. Talcott represent you  
 7 in the matter against Profile?  
 8 A. No.  
 9 Q. Who represented you in that  
 10 matter?  
 11 A. A lawyer named Hy Shore.  
 12 Q. Can you spell that.  
 13 A. Yeah. H-Y, S-H-O-R-E.  
 14 Q. Do you know what firm Mr.  
 15 Shore is associated with?  
 16 A. He was a private  
 17 practitioner.  
 18 Q. Where was he practicing?  
 19 A. Downtown Manhattan.  
 20 Q. So just so we're clear, I  
 21 want to give you some basic ground  
 22 rules in terms of the deposition.  
 23 As you know you're under  
 24 oath. And with regards to the question  
 25 and answers, my questions and your

1  
 2 basis of privilege, then I would ask  
 3 that you not answer and we'll try to  
 4 sort that out.  
 5 With regards to a question,  
 6 if you do not understand the question  
 7 or you want it repeated, please  
 8 indicate that you have a question or  
 9 you want it repeated. Otherwise if you  
 10 answer a question, it will be assumed  
 11 you understood the question.  
 12 Do you understand those  
 13 instructions?  
 14 A. Yes.  
 15 Q. What is your current  
 16 employment?  
 17 A. I'm the head of Tuff City  
 18 Records.  
 19 Q. Now, what is Tuff City  
 20 Records?  
 21 A. It's a record company.  
 22 Q. Is it incorporated?  
 23 A. Yes.  
 24 Q. Where is it incorporated?  
 25 A. Manhattan.

1  
 2 Q. So in the State of New York?  
 3 A. Yes.  
 4 Q. When you say you're the head,  
 5 are you the CEO?  
 6 A. I've never given myself that  
 7 designation -- more or less president  
 8 is what I've called myself.  
 9 Q. Are there other officers of  
 10 Tuff City Records, Inc.?  
 11 A. No.  
 12 Q. Are you a shareholder of Tuff  
 13 City Records, Inc.?  
 14 A. Yes.  
 15 Q. What percentage of shares do  
 16 you own?  
 17 A. I don't remember.  
 18 Q. You don't know. Are there  
 19 any other shareholders?  
 20 A. No.  
 21 Q. So you're the sole  
 22 shareholder?  
 23 A. And I may be wrong in  
 24 characterizing myself as a shareholder.  
 25 I may be confusing this with companies

1  
 2 that I take a percentage of.  
 3 So I don't know if my company  
 4 is made up of shares or if I'm just a  
 5 sole -- it's, you know, if I'm just, if  
 6 I just own it.  
 7 Q. Let's take a step back. The  
 8 Plaintiff in this matter is TufAmerica,  
 9 Inc., correct?  
 10 A. Yes.  
 11 Q. What is TufAmerica, Inc.?  
 12 A. It's the corporate entity  
 13 that I'm the president of -- head of.  
 14 Q. So that's a corporation,  
 15 correct?  
 16 A. Yes.  
 17 Q. Now you had mentioned the  
 18 Tuff City Records. Is that a  
 19 subsidiary of TufAmerica, Inc.?  
 20 A. Yes.  
 21 Q. With regards to TufAmerica,  
 22 Inc. are there any other officers?  
 23 A. No.  
 24 Q. Are there any other  
 25 shareholders of TufAmerica, Inc.?

1  
 2 A. No.  
 3 Q. Is TufAmerica, Inc. also  
 4 incorporated in New York?  
 5 A. Yes.  
 6 Q. And is its principal place of  
 7 business in Manhattan?  
 8 A. Yes.  
 9 Q. What is the address of  
 10 TufAmerica, Inc.?  
 11 A. 246 West 38th Street.  
 12 Q. What is the business of  
 13 TufAmerica, Inc.?  
 14 A. We're a record company.  
 15 Q. When you say you're a record  
 16 company, can you explain what you mean  
 17 by that?  
 18 A. Yeah. We manufacture  
 19 records, CDs and digital sales. We  
 20 sell music digitally. And we earn  
 21 income for artists any way that income  
 22 can be earned for them. Whether it be  
 23 through record sales, third-party  
 24 licenses, litigating infringements on  
 25 their copyrights.

1  
 2 Q. How many different artists  
 3 does TufAmerica, Inc. represent?  
 4 A. Could be 50.  
 5 Q. With regards to the artists  
 6 involved in the matter of TufAmerica  
 7 versus Michael Diamond et al, who are  
 8 the artists that are involved in this  
 9 action?  
 10 A. A group called Trouble Funk.  
 11 Q. And is the group Trouble Funk  
 12 still recording?  
 13 A. Yes.  
 14 Q. Are the members of Trouble  
 15 Funk that are recording today, the  
 16 original members of Trouble Funk?  
 17 A. A number of the principal  
 18 members are still composed of the core  
 19 of the group.  
 20 Q. Who are the principal  
 21 members?  
 22 A. Well, the two principals are  
 23 Tony Fisher and James Avery.  
 24 Q. Were there any other members  
 25 of the band when the group originally

1  
 2 A. No.  
 3 Q. When was the last time you  
 4 were in contact with Mr. Gandel?  
 5 A. Easily, ten years ago.  
 6 Q. Topic No. 4, "The  
 7 Development, Significance and Use of  
 8 Each Musical Component, Instrument Note  
 9 Or Lyric Contained in the Portions of  
 10 Trouble Funk Musical Compositions and  
 11 Sound Recordings Described in  
 12 Paragraphs 23, 24, 75, 76 of the  
 13 December 6, 2012 Amended Complaint"; is  
 14 there anyone at TufAmerica that has  
 15 knowledge or information with regard to  
 16 that topic?  
 17 A. No.  
 18 Q. With regards to topics 3 and  
 19 4, have you had any discussions with  
 20 any of the members of Trouble Funk with  
 21 regards to these topics?  
 22 A. No.  
 23 Q. With regards to topic No. 5,  
 24 "The development, significance and use  
 25 of the phrase 'Say What' in the Trouble

1  
 2 Funk musical compositions and sound  
 3 recordings"; do you have any knowledge  
 4 or information with regard to that  
 5 topic?  
 6 A. No.  
 7 Q. Have you had any discussions  
 8 with Mr. Gandel on that topic?  
 9 A. No.  
 10 Q. Have you had any discussions  
 11 with any of the members of Trouble Funk  
 12 on that topic?  
 13 A. No.  
 14 Q. With regards to topic No. 9,  
 15 "The registration of Trouble Funk  
 16 Musical Compositions and Sound  
 17 Recordings with the United States  
 18 Copyright Office"; do you have any  
 19 knowledge or information with regard to  
 20 that topic?  
 21 A. I be -- yes.  
 22 Q. So you do have knowledge and  
 23 information with regard to that topic?  
 24 A. By us. I don't have any  
 25 knowledge of how it may have been done

1  
 2 originally by them.  
 3 Q. By TufAmerica when you refer  
 4 to "us"?  
 5 A. Yes.  
 6 Q. And with regards to anyone  
 7 else in terms of registrations?  
 8 A. No.  
 9 Q. Do you know whether Mr.  
 10 Gandel in his due diligence did a  
 11 search with regards to Trouble Funk  
 12 musical compositions and sound  
 13 recordings in the United States  
 14 copyright office?  
 15 A. No.  
 16 Q. Have you communicated with  
 17 him in regards to this topic?  
 18 A. No.  
 19 MR. TALCOTT: Objection.  
 20 Q. Have you communicated with  
 21 any members of Trouble Funk with  
 22 regards to this topic?  
 23 A. No.  
 24 Q. With regards to topic 18,  
 25 which is the quote, "Delivery, Location

1  
 2 and Status of Master Recordings and  
 3 Other Delivery Items Referenced in the  
 4 December 22, 1999, Master  
 5 Administration Agreement Between  
 6 Plaintiff and Trouble Funk"; do you  
 7 have knowledge and information with  
 8 regards to that topic?  
 9 A. They were in Washington, D.C.  
 10 and we were in New York City. So I can  
 11 tell you that, you know, that was the  
 12 geography of it. If that's what you  
 13 mean by location.  
 14 Q. Well, these are items that  
 15 are referenced in the December 22, 1999  
 16 Master Administration Agreement.  
 17 Is there anyone at TufAmerica  
 18 who has knowledge with regards to those  
 19 referenced items in the agreement?  
 20 MR. TALCOTT: Objection.  
 21 A. I can't remember.  
 22 Q. Would Mr. Gandel have  
 23 knowledge as to that?  
 24 A. I can't speak for him.  
 25 Q. And you haven't talked to him

1  
 2 the Master Administration Agreement and  
 3 the Publishing Administration  
 4 Agreement, did you know at that time  
 5 that there were allegations regarding  
 6 sampling by the Beastie Boys of Trouble  
 7 Funk music?  
 8 A. What year?  
 9 Q. End of 1999.  
 10 A. Did I know that the Beastie  
 11 Boys had sampled Trouble Funk at that  
 12 time?  
 13 Q. Did you know there were  
 14 allegations?  
 15 A. I can't remember. It wasn't  
 16 what was driving the deal.  
 17 Q. Have you heard of the Beastie  
 18 Boys?  
 19 A. Yes.  
 20 Q. When did you first become  
 21 aware of the Beastie Boys?  
 22 A. Sometime in the early '80s.  
 23 Q. How did you become aware of  
 24 the Beastie Boys?  
 25 A. They were in the rap

1  
 2 business, I was in the rap business.  
 3 It was -- wasn't a big business at that  
 4 time.  
 5 Q. Had you ever heard the  
 6 Beastie Boys perform the music that is  
 7 the subject of TufAmerica Exhibit 2?  
 8 A. A record, live? Do you mean  
 9 something at all?  
 10 Q. In any way, shape or form.  
 11 A. I can't remember. I'm sure I  
 12 heard "Hold it Now, Hit It".  
 13 Q. Are you familiar with the  
 14 album Paul's Boutique?  
 15 A. Yes.  
 16 Q. When did you first hear  
 17 Paul's Boutique?  
 18 A. I don't know if I heard the  
 19 album, but I was aware that it was  
 20 released.  
 21 Q. Are you familiar with the  
 22 song or the musical recording  
 23 "Shadrach"?  
 24 A. Not intimately.  
 25 Q. You said you are familiar

1  
 2 with "Hold it Now, Hit It"?  
 3 A. Yes.  
 4 Q. And when did you first hear  
 5 that?  
 6 A. When it came out, '83/84.  
 7 Q. Have you heard it since then?  
 8 A. Yeah.  
 9 Q. How many times have you heard  
 10 it?  
 11 A. Not sure.  
 12 Q. Hundreds of times?  
 13 A. I don't know. A few times.  
 14 Q. Can you be more precise about  
 15 what you mean by a few?  
 16 A. I think it was either on the  
 17 radio or MTV. It wasn't that I was  
 18 actively or consciously looking or  
 19 listening for it. But I'm aware of the  
 20 song.  
 21 Q. And it's gotten a lot of play  
 22 over the years?  
 23 A. Yes.  
 24 Q. What about --  
 25 A. I'm not with Arbitron, but as

1  
 2 a layperson, I would assume it has.  
 3 Q. What about "Car Thief", have  
 4 you ever heard "Car Thief"?  
 5 A. Not by title.  
 6 Q. With regards to "Hold it Now,  
 7 Hit It," you said you've heard that.  
 8 Have you ever heard of the  
 9 album License to Ill?  
 10 A. Yes.  
 11 Q. Do you own a copy of that?  
 12 A. No.  
 13 Q. Do you own a copy of Paul's  
 14 Boutique?  
 15 A. No.  
 16 Q. What about "The New Style,"  
 17 have you ever heard that song?  
 18 A. I've heard of it. I can't  
 19 remember the way -- how it goes.  
 20 Q. I would like you to pull out  
 21 what has been marked as TufAmerica 3,  
 22 which I think you looked at, and I'm  
 23 going to ask you a few questions about  
 24 that as well.  
 25 MR. TALCOTT: Can we take a

1  
2 break before we get into that?  
3 MR. MAX: Yes. Sure.  
4 THE VIDEOGRAPHER: The time  
5 is 2:32 p.m. We're off the  
6 record.  
7 (Whereupon, a short recess  
8 was taken.)  
9 THE VIDEOGRAPHER: The time  
10 is 2:42. We're on the record.  
11 Q. Mr. Fuchs, if you could pull  
12 out TufAmerica 3, I have a couple of  
13 questions about that document.  
14 Referring you to paragraph  
15 13.  
16 A. Yes.  
17 Q. Is that paragraph 13  
18 accurate?  
19 A. To the best of my knowledge.  
20 Q. Referring you to paragraph  
21 19. Is that paragraph accurate?  
22 A. Yes.  
23 Q. I would like you to pull out  
24 what has been marked as TufAmerica  
25 Exhibit 9 for identification. The

1  
2 document bearing Bates number UMG 17  
3 through 47.  
4 A. Okay.  
5 Q. First, I would like to ask  
6 you, have you ever seen this document  
7 before?  
8 A. No.  
9 Q. Prior to sitting here today,  
10 you've never seen this document?  
11 A. No. I have not.  
12 Q. Have you ever heard that  
13 Island Records, Inc. entered into an  
14 agreement as of October 11, 1984 with  
15 T.T.E.D. Records, Inc.?  
16 A. No.  
17 Q. So prior to coming here  
18 today, you were unaware of this  
19 document?  
20 A. That's right. I mean -- let  
21 me clarify that, between the time you  
22 produced it in the course of this  
23 lawsuit and it was made -- and it was  
24 made aware, my counsel was made aware  
25 of it, at that point I was made aware

1  
2 of it.  
3 Q. Prior to the production of  
4 this document in this lawsuit, you were  
5 unaware of this document?  
6 A. That's right. And I knew  
7 that they Trouble Funk you know did  
8 record for Island at one point, but I  
9 didn't know about this document.  
10 Q. Do you know whether Mr.  
11 Gandel had ever seen this document or  
12 reviewed the document?  
13 A. No, I don't.  
14 Q. Do you know whether this  
15 document, TufAmerica Exhibit 9, was  
16 reviewed with regards to the due  
17 diligence for the Publishing  
18 Administration Agreement, TufAmerica 4,  
19 and the Master Administration  
20 Agreement, TufAmerica Exhibit 5?  
21 A. I don't know if this document  
22 was reviewed for those purposes. And I  
23 don't know how -- okay, I mean...  
24 I don't know that it was  
25 reviewed for those purposes.

1  
2 Q. Referring you to the page  
3 bearing Bates number UMG 26, do you  
4 recognize any of the signatures on that  
5 page?  
6 A. I recognize the signature of  
7 Max Kidd.  
8 Q. How do you recognize that  
9 signature?  
10 A. Because it's clear. It looks  
11 like print.  
12 Q. Do you know who Max Kidd is?  
13 A. He was a Washington, D.C.  
14 music business person.  
15 Q. Have you ever had any  
16 involvement with Mr. Kidd?  
17 A. No.  
18 Q. Referring you now to another  
19 document, TufAmerica Exhibit 10. If  
20 you could pull that out.  
21 A. Okay.  
22 Q. Have you ever seen this  
23 document before?  
24 A. No.  
25 Q. This document bears Bates

1  
2 records are kept, I call for the  
3 production of those digital sales  
4 records.  
5 MR. MAX: I would like to  
6 mark as TufAmerica Exhibit 32, a  
7 document bearing Bates number TA  
8 305.  
9 (Tuf Exhibit 32, marked for  
10 identification.)  
11 Q. Mr. Fuchs, if you could look  
12 at this document and let me know once  
13 you've had a chance to review it.  
14 (Witness reviews document.)  
15 A. Okay.  
16 Q. Do you recognize this  
17 document?  
18 A. Yes.  
19 Q. What is this document?  
20 A. A royalty statement.  
21 Q. With regard to this statement  
22 it's dated March 21, 2013; is that  
23 correct?  
24 A. Yes.  
25 Q. Now, with regards to the

1  
2 RQ MR. MAX: To the extent  
3 there are correspondence relating  
4 to Mr. Avery as receiving separate  
5 statements and to the extent  
6 there's correspondence relating to  
7 that change I call for production  
8 of those documents.  
9 I have no further questions  
10 at this time.  
11 MR. BENFORADO: No questions  
12 from me.  
13 MR. TALCOTT: There's none  
14 from me.  
15 MR. MAX: Thank you very  
16 much, Mr. Fuchs.  
17 THE VIDEOGRAPHER: The time  
18 is 5:11 p.m. We're concluded and  
19 off the record.  
20 (Time noted: 5:10 p.m.)  
21  
22  
23  
24  
25

1  
2 artists under this agreement, who would  
3 be paid under this agreement?  
4 A. If you mean do we pay members  
5 of the group individually?  
6 Q. Well, I'm just trying to  
7 understand.  
8 I think before you testified  
9 that the checks go to the attorney for  
10 Trouble Funk, correct?  
11 A. Yeah.  
12 Q. Here's my question: Does Mr.  
13 Avery get paid under this statement or  
14 are separate statements issued with  
15 regards to Mr. Avery based on his  
16 agreement?  
17 A. We -- they've changed,  
18 they've asked us to change the way we  
19 disburse moneys.  
20 I can't remember whether it  
21 evolved from all royalties being sent  
22 to Kurosh to separate royalties being  
23 changed -- being sent to Avery or his  
24 representative. I'm not sure. It's  
25 been --

1  
2 STATE OF NEW YORK )  
3 : ss.  
4 COUNTY OF \_\_\_\_\_)  
5  
6  
7 I, AARON S. FUCHS, the  
8 witness herein, having read the  
9 foregoing testimony of the pages of  
10 this deposition, do hereby certify it  
11 to be a true and correct transcript,  
12 subject to corrections, if any, shown  
13 on the attached page.  
14  
15  
16  
17  
18  
19  
20 Sworn and Subscribed  
21 this \_\_\_\_ day of \_\_\_\_, 2014.  
22  
23  
24  
25

AARON S. FUCHS

Notary Public